

Charter of Project Management Institute, East Tennessee Chapter, Inc.

The undersigned, acting as the incorporator of a Corporation under the Tennessee Nonprofit Corporation Act, adopts the following Charter for such Corporation:

1. Name. The name of the Corporation is Project Management Institute, East Tennessee Chapter, Inc. The Corporation is an affiliated component of the Project Management Institute, Incorporated (PMI, Inc.), based in Newtown Square, Pennsylvania, USA.
2. Public Benefit. This Corporation is a mutual benefit corporation.
3. Not for Profit. The Corporation is not for profit.
4. Incorporator and Address. The incorporator is Jack M. Tallent, II, and the registered office in Tennessee is located at Kennerly, Montgomery, & Finley, P.C. Fourth Floor, Bank of America Center, Knoxville, Tennessee 37902.
5. Principal Office. The street address of the principal office of the Corporation is 518 Tanasi Circle, Loudon, Tennessee.
6. Registered Agent and Office. The registered agent is Lois I. Threlkeld, 518 Tanasi Circle, Loudon, Loudon County, Tennessee 37773.
7. Members. The Corporation will have members and will be open to any eligible person interested in furthering the purposes of the organization and who is also a member of Project Management Institute, Incorporated.
8. Duration. The duration of the Corporation is perpetual.
9. Purpose. The Corporation has been organized for the following purpose(s):
 - A. To advance the general and specific purposes of the Project Management Institute, Inc.
 - B. To advance the practice and profession of project management.
 - C. To encourage and facilitate education, certification and professionalism in project management.
 - D. To provide a forum for discussion and examination of problems, solutions, applications and ideas related to the management of projects.
 - E. To disseminate information regarding developments in project management.
 - F. To possess and exercise all the powers and privileges granted to nonprofit corporations by the Tennessee Nonprofit Corporation Act, or any act amendatory thereto, or by any other law of the State of Tennessee or by this Charter of Incorporation, together with any powers incidental thereto, either as principal or agent and either alone or in connection with other corporations, organization

or individuals, to the extent that such powers and privileges are necessary, convenient, proper for, or incidental to, the accomplishment of any of the purposes of the Corporation, or directly or indirectly to promote the interests of the Corporation or to enhance the values of its properties.

10. Limitations. The Corporation shall be bound by the Constitution and By-laws of PMI, Inc. No provision of the Corporation's Bylaws shall be permitted to be in conflict with the Constitution or By-laws of PMI, Inc. as a result of any actions of the Corporation or of PMI, Inc.
11. Dissolution. Upon dissolution, after all creditors of the Corporation have been paid, any assets shall be distributed to Project Management Institute, Incorporated, based in Newtown Square, Pennsylvania, USA.
12. Liability for Breach of Fiduciary Duty. To the extent allowed by the laws of the State of Tennessee, no present or future director of the Corporation (or his or her estate, heirs and personal representatives) shall be liable to the Corporation or its members for monetary damages for breach of fiduciary duty as a director of the Corporation. Any liability of a director (or his or her estate, heirs and personal representatives) shall be further eliminated or limited to the fullest extent allowed by the laws of the State of Tennessee, as may hereafter be adopted or amended.
13. Indemnification. With respect to claims or liabilities arising out of service as a director or officer of the Corporation, the corporation shall indemnify and advance expenses to each present and future director and officer (and his or her estate, heirs and personal representatives) to the fullest extent allowed by the laws of the State of Tennessee, both as now in effect and as hereafter adopted or amended.

Dated this 17th day of January, 2001

By Jack M. Tallent, II

Incorporator